

The cover features a diagonal split. The upper-left portion is white with the company name in dark blue. The lower-right portion is a dark red triangle containing the report title in white and gold. The background image shows a hand holding a pen over a document, with a blurred city skyline at night in the background.

**Ekam Leasing and
Finance Co. Ltd.**

**26th
Annual
Report
2018-19**

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CHAIRMAN CUM MANAGING DIRECTOR

Mr. Rakesh Jain

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Prakash Goyal, Independent Director

Mrs. Mamta Jain, Woman Director

Mr. Saurabh Jain, Independent Director

Mr. Krishan Kumar Didwaniya, Chief Financial Officer (CFO)

Mr. Abhimanyu Raghuvanshi, Company Secretary and

Compliance Officer (up to 16th April, 2018)

Ms. Komal, Company Secretary and Compliance Officer

(Appointed w.e.f. 18th May, 2018)

STATUTORY AUDITOR :**M/s. Doogar & Associates**

Chartered Accountants

13, Community Centre,

East of Kailash, New Delhi-110065

INTERNAL AUDITOR :**M/s. B. Rattan and Associates, Chartered Accountant****BANKERS :**

State Bank of India,

Faiz Road, New Delhi-110005

REGISTERED OFFICE :

No. 11, Rani Jhansi Road, (Motia Khan)

M.M. Road, New Delhi-110 055

REGISTRAR & SHARE

M/s. Alankit Assignments Limited

TRANSFER AGENT :

4E/2, Jhandewalan Extn., New Delhi – 110 055

26th ANNUAL GENERAL MEETING	
Date	: 28 th September, 2019
Day	: Saturday
Time	: 11.00 A.M.
Place	: Satvik by Chabra Farms, Pushpanjali Farms, G-1, Dwarka Link Road, New Tivoli, Bijwasan, New Delhi-110037

Note :-

- Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting. No. Extra copies of Annual Report shall be provided at the venue of the Annual General Meeting.
- Members/ Proxies should bring the attendance slip sent herewith duly filled in to attend the Meeting.

NOTICE

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the members of **Ekam Leasing And Finance Co. Limited** will be held on **Saturday, the 28th September, 2019** at **Satvik by Chabra Farms, Pushpanjali Farms, G-1, Dwarka Link Road, New Tivoli, Bijwasan, New Delhi-110037** at **11.00 A.M.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :-
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.

2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR

To appoint a Director in place of **Mrs. Mamta Jain (DIN: 05274582)**, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS**3. RE-APPOINTMENT OF MR. RAKESH JAIN (DIN : 00061737) AS MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies act, 2013 and the rule made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and are hereby accorded for the re-appointment of **Mr. Rakesh Jain (DIN:00061737)** as Managing Director of the Company for the period of three years commencing from **15th December, 2019 upto 14th December, 2022** on the remuneration, as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, which is hereby approved, sanctioned with authority to the board of directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed between the Board of Directors and Mr. Rakesh Jain and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rakesh Jain, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with rule Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, thing and execute all such documents, instruments, and writing as may be required and to delegate all or any of its power herein conferref to any Committeeof Directors to give effect to the aforsaiif resolution.”

4. RE-APPOINTMENT OF MR. PRAKASH GOYAL (DIN : 02598736) AS INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and Regulation 16 (1) (b), 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, (“SEBI Listing Regulation”) and subject to the provisions of its Article of Association and based on the recommendation of the Nomination and Remuneration Committee and board of Directors of the Company, **Mr. Prakash Goyal (DIN. 02598736)**, who was appointed as Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 being eligible for re-appointment and the consent of members be and are hereby accorded to re-appointment of **Mr. Prakash Goyal (DIN. 02598736)**, as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from **30th September 2019** to **29th September 2024** and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

5. RE-APPOINTMENT OF MR. SAURABH JAIN (DIN : 02815972) AS INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and Regulation 16 (1) (b), 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulation”) and subject to the provisions of its Article of Association and based on the recommendation of the Nomination and Remuneration Committee and board of Directors of the Company, **Mr. Saurabh Jain (DIN. 02815972)**, Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 being eligible for re-appointment, and the consent of members be and are hereby accorded to re-appointment of Mr. Saurabh Jain (DIN. 02815972), as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years from **30th September 2019** to **29th September 2024** and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

6. TO APPROVE THE BORROWING LIMIT OF THE COMPANY U/s 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications) or re-enactment thereof for the time being in force) and the relevant regulations/directions as may be prescribed by the RBI from time to time and article of association of the company, the consent of members be and are hereby accorded to the Board of Directors for borrowing for and on behalf of Company any sum or sums of money from time to time and ratified all existing borrowing from any one or more of the Company's Bankers and/ or from any one or more other persons, firms, bodies Corporate, or financial institutions whether by way of cash credit, advance, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the monies so borrowed together with monies, if any already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the company and its free reserves that is to say, reserves not set apart for any specific purpose provided that the total amount outstanding shall not exceed **Rs. 50 Crores (Rupees Fifty Crores Only)** in excess of the aggregate of the paid up share capital of the Company & its free reserves as aforesaid from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers and agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its committee(s)/director(s) or any officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit.”

**By order of the Board of Directors
Ekam Leasing & Finance Co. Limited**

**Rakesh Jain
Managing Director
DIN.00061737**

Date: August 28, 2019

Place: New Delhi

Registered Office:

No. 11, Rani Jhansi Road, (Motia Khan), M.M. Road,
New Delhi - 110 055.

Corporate Identity Number: L74899DL1993PLC055697

Tel: 011-23528015,

Email : ekam.leasing1@gmail.com, info@ekamleasing.com

NOTES:

1. EVERY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE ANNUAL GENERAL MEETING. REVENUE STAMP SHOULD BE AFFIXED ON THE PROXY FORM. WITHOUT REVENUE STAMP LIABLE TO BE CONSIDERED AS INVALID.
3. The relevant Explanatory Statement and reasons in respect of proposed Special Business (es) pursuant to Section 102 of the Companies Act, 2013 are annexed hereto. The relevant details pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 ("SEBI Listing Regulation") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/reappointment at this Annual General Meeting are also annexed herewithin respect of proposed Business(es) pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
4. The Proxy in prescribed **Form MGT-11** is enclosed herewith. Proxy shall not have right to speak at the Meeting and shall not be entitled to vote except on a poll.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven (07) days prior to the date of meeting, so as to enable the management to keep the information ready.
7. Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 6:00 pm) on all working days except Sundays (including Public Holidays) up to the date of the Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday 23rd September, 2019 to Saturday, 28th September, 2019** (both days inclusive) for the purpose of Annual General Meeting.
9. The members holding shares in physical form are requested to intimate to the **Registrar and Share Transfer Agent, M/s Alankit Assignments Ltd, 4E/2, Jhandewalan Extn., New Delhi- 110055**, change of address, if any, at the earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.
10. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.

11. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
13. Electronic copy of the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.ekamleasing.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id : ekam.leasing1@gmail.com, info@ekamleasing.com.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 44.2 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
16. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the Annual Report.
17. **Green Initiative in the corporate governance and registration of email address**
The members are requested to register email address with the Depository Participant/the Registrar & Share Transfer Agent of the Company, i.e. **M/s Alankit Assignments Ltd**, as the case may be for service of documents.
18. As per the provision of Section 152 of the Companies Act, 2013, the Company has received declarations from all the Independent Director stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. Prakash Goyal, Mr. Saurabh Jain being Independent director of the Company had been appointed for the period of 5 years commencing from 30/09/2014 and are not liable to retire by rotation, being eligible, offers himself for re-appointment for a further period of Five years as detailed in Notice and explanatory Statement of 26th Annual General Meeting annexed herewith.

Mrs. Mamta Jain (DIN: 05274582), non executive director of the Company who retires by rotation and being eligible, offers herself for re-appointment.

Further, Mr. Rakesh Jain (DIN: 00061737), being executive director (Managing Director) of the Company has been appointed for the period of 3 years commencing from 15/12/2016 to 14/12/2019 and is not liable to retire by rotation being eligible, offers himself for re-appointment for the further period of 3 years commencing from 15/12/2019 to 14/12/2022 which is subjected as detailed in Notice and explanatory Statement of 26th Annual General Meeting annexed herewith..

Brief resume pursuant to the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 of the director proposed to be appointed/re-appointed at the annual general meeting nature of their expertise, specific functional areas and name of companies in which they hold directorship are given in the explanatory statement.

19. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Under Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the intimation letter regarding updation of Bank account and PAN have been duly sent through the Company's Registrar and Share Transfer Agent i.e **M/s Alankit Assignments Limited**.
20. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents to provide efficient and better services.
21. The Company has Split (Sub-divided) its equity shares from 30,00,000 equity shares of Rs. 10/- each to 60,00,000 equity shares of Rs. 5/- each w.e.f its record date i.e 17th June, 2019. The Shareholder who hold shares as on Record date i.e 17th June, 2019 are entitled to received the Sub-divided equity shares. The Split (Sub-divided) equity shares certificate has been sent to all shareholders holding shares as on record further date in physical mode by the Registrar and Share Transfer Agent (RTA) i.e Alankit Assignments Limited. Further, the Split (Sub-divided) equity shares have been credited in the demat account of the Shareholder who hold share in demat mode as on record date.

22. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The earlier ISIN No (before Split/Sub-division) was **INE906L01017** and the new ISIN No.(after Split/Sub-division) allotted for the Company's shares is **INE906L01025**.
23. Pursuant to the requirements of Corporate Governance under Regulation 27 of SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015 entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Corporate governance report and Board Report forming part of the Annual Report.
24. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amendment from time to time, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 26th AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the 26th AGM:

EVEN (E-Voting Event Number)

USER ID

PASSWORD/PIN

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below: